



FOR THE YEAR ENDING DECEMBER 31, 2009
OF THE CONDITION AND AFFAIRS OF THE

NAIC Group Code	0000 (Current Period)	0000 (Prior Period)	NAIC Company Code	53473	Employer's ID Number	05-0158952
Organized under the Laws of	UNITED STATES			State of Domicile or Port of Entry RHODE ISLAND		
Country of Domicile	UNITED STATES					
Licensed as business type:	Life, Accident & Health	[]	Property/Casualty	[]	Hospital, Medical & Dental Service or Indemnity	[X]
	Dental Service Corporation	[]	Vision Service Corporation	[]	Health Maintenance Organization	[]
	Other	[]	Is HMO Federally Qualified?	Yes [] No []		
Incorporated/Organized:	February 27, 1939			Commenced Business:	September 1, 1939	
Statutory Home Office:	500 EXCHANGE STREET			PROVIDENCE, RI 02903		
	(Street and Number)			(City or Town, State and Zip Code)		
Main Administrative Office:	500 EXCHANGE STREET					
	(Street and Number)					
	PROVIDENCE, RI 02903			401-459-1000		
	(City or Town, State and Zip Code)			(Area Code)	(Telephone Number)	
Mail Address:	500 EXCHANGE STREET			PROVIDENCE, RI 02903		
	(Street and Number or P.O. Box)			(City or Town, State and Zip Code)		
Primary Location of Books and Records:	500 EXCHANGE STREET			PROVIDENCE, RI 02903 401-459-1000		
	(Street and Number)			(City or Town, State and Zip Code)		(Area Code) (Telephone Number)
Internet Website Address:	WWW.BCBSRI.COM					
Statutory Statement Contact:	BRIAN M. O'MALLEY			401-459-1924		
	(Name)			(Area Code)	(Telephone Number)	(Extension)
	BRIAN.O'MALLEY@BCBSRI.ORG			401-459-1198		
	(E-Mail Address)			(Fax Number)		

	Name	Title
1.	<u>JAMES E. PURCELL</u>	<u>PRESIDENT & CEO</u>
2.	<u>MICHELE B. LEDERBERG</u>	<u>EXEC V.P. & GENERAL COUNSEL</u>
3.	<u>DOROTHY A. COLEMAN</u>	<u>EXEC V.P. & CFO</u>

Name	Title	Name	Title
THOMAS A. BOYD	V.P. - STAT., ACTUARIAL, UNDERWRIT.	THOMAS D. CAUTHORN	V.P. - SALES
RICHARD P. FARIAS	CHIEF OPERATING OFFICER	ERIC E. GASBARRO	V.P.- HUMAN RESOURCES
AUGUSTINE A. MANOCCHIA M.D.	V.P. & CHIEF MEDICAL OFFICER	SHANNA C. MARZILLI	V.P.- OPERATIONS & STRAT. PLAN.
LINDA H. NEWTON	V.P.- DIVERSITY & COMM. RELATIONS	BRIAN M. O'MALLEY #	V.P. - FINANCE
HAROLD A. PICKEN M.D.	V.P. - HEALTH OPERATIONS	MICHAEL H. SAMUELSON	SR. V.P.- HEALTH & WELLNESS
MARK D. WAGGONER	V.P. - PROVIDER CONTRACTING	WILLIAM K. WRAY	EXEC V.P. & CHIEF INFORM. OFFICER

[illegible]

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Subscribed and sworn to before me this _____ day of _____, 2010

a. Is this an original filing? [X] Yes [] No

b. If no:

1. State the amendment number

2. Date filed

3. Number of pages attached

EXHIBIT 2 – ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
0199999 Total individuals						
Group subscribers:						
MEMORIAL HOSPITAL	1,279,350	1,310,980				2,590,330
RI LABORERS HEALTH FUND	1,265,177					1,265,177
ST. JOSEPH HEALTH SERVICE	794,215					794,215
ROGER WILLIAMS MEDICAL CE	752,517					752,517
SOUTH COUNTY HOSPITAL	516,916					516,916
ROGER WILLIAMS UNIVERSITY	247,994	235,107				483,101
ROGER WILLIAMS UNIVERSITY	202,056	205,422				407,478
ST. JOSEPH HEALTH SERVICE	381,835					381,835
CAROUSEL INDUSTRIES	312,369					312,369
HOPKINS MANOR LTD	124,488	133,057				257,545
WESTERLY HOSPITAL EMPLOYE	235,919					235,919
MEMORIAL HOSPITAL	111,262	105,973				217,235
RI LABORERS SODEXHO	191,397					191,397
A T CROSS COMPANY	183,727					183,727
ROGER WILLIAMS UNIVERSITY	81,989	83,199				165,188
ST MARY'S HOME	78,517	79,713				158,230
ROGER WILLIAMS UNIVERSITY	77,149	79,614				156,763
ROGER WILLIAMS UNIVERSITY	77,100	74,556				151,656
CVS CAREMARK ACTIVE	142,287					142,287
PROVIDENCE SCHOOL DEPT RE	134,870					134,870
PREFERRED W/RX MONTHLY	67,133	65,345				132,478
ROGER WILLIAMS UNIVERSITY	60,896	59,981				120,877
RI LABORERS HEALTH FUND	118,124					118,124
CHARLESGATE NURSING CENTE	111,911					111,911
ELMHURST EXTENDED CARE FA	107,929					107,929
UNIVERSITY MEDICAL GROUP	105,839					105,839
PARKVIEW NURSING HOME	48,467	52,160				100,627
WESTIN PROVIDENCE	100,563					100,563
OAKLAND GROVE HEALTH CARE	99,299					99,299
PLUS W RX MONTHLY	57,680	30,286				87,966
BENEFIT CONCEPTS INC	85,684					85,684
MONARCH UNION	82,630					82,630
VISITING NURSE SERVICE OF	76,584					76,584
WOONSOCKET CITY EMPLOYEES	20,416	19,249	20,710	14,835	75,210	
CROWNE PLAZA AT THE CROSS	73,117					73,117
CHILD & FAMILY SERVICES	68,044					68,044
CVS PHARMACARE	64,223					64,223
SOUTH COUNTY HOSPITAL	62,857					62,857
PROV LEASING, LLC D/B/A R	61,659					61,659
BANNISTER HOUSE, INC	60,106					60,106
MARRIOTT NORFOLK 100/80 H	27,417	28,876				56,293
CENTRAL FALLS POLICE DEPT	55,969					55,969
SMG	55,194					55,194

EXHIBIT 2 – ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
CITY OF WOONSOCKET	21,526	21,526	12,107			55,159
MONARCH OFFICE	54,039					54,039
MARRIOTT INTERNATIONAL		53,198				53,198
VNS HOME HEALTH CARE	50,422					50,422
NORTHERN RI ANESTHESIA AS	10,559	19,071	20,651			50,281
SAINT ELIZABETH COMMUNITY	49,150					49,150
NEW GRANGE GROUP LLC D/B/	23,388	25,698				49,086
ACADEMIC ENTERPRISES INC.	47,951					47,951
SOUTH COUNTY HOSPITAL	23,422	24,089				47,511
MERIDIAN PRINTING, INC.	46,473					46,473
ADDICTION RECOVERY, INC	22,984	23,335				46,319
KPMG LLP	24,624	20,735				45,359
NARRAGANSETT BREWING COMP	9,202	8,914	9,346	17,541	45,003	
UNITED METHODIST ELDER CA	44,762					44,762
BLISS PROPERTIES INC	43,907					43,907
STANDARD W/RX MONTHLY	27,600	15,595				43,195
VENTURCAP INVESTMENT GROU	43,176					43,176
CITY OF CENTRAL FALLS POL	42,893					42,893
VIBCO INC	42,669					42,669
CITY OF CENTRAL FALLS FIR	41,574					41,574
CORNERSTONE	20,184	10,666	10,666			41,516
SHECTMAN HALPERIN SAVAGE	41,330					41,330
JAN CO, INC COBRA	9,209	10,868	6,450	14,221	40,748	
BARRY AUTOMOTIVE GROUP	20,584	19,825				40,409
ORACLE LENS MFG CORPORATI	38,044					38,044
RI TRUCKING ASSOCIATION/D	20,032	17,722				37,754
RI REHABILITATION INSTITU	37,564					37,564
RI LEGAL SERVICES INC	37,527					37,527
CENTRAL FALLS FIRE DEPT R	36,376					36,376
HIGHLANDER CHARTER SCHOOL	36,144					36,144
CENTRAL FALLS CITY EMPLOY	35,738					35,738
NESTOR TRAFFIC SYSTEMS IN	35,704					35,704
NARRAGANSETT BAY COMMISSI	17,699	17,673				35,372
WATCH HILL NURSING HOME	35,198					35,198
TOWN OF NORTH KINGSTOWN	5,581	5,288	5,728	17,185	33,782	
ROGER WILLIAMS UNIVERSITY	15,367	18,355				33,722
TPG- CORPORATE COBRA GROU			10,090	23,549	33,639	
AMERICAN POWER CONVERSION	33,608					33,608
C C A P	1,480	32,039				33,519
PROVIDENCE METALLIZING	32,894					32,894
REAL REEL CORP/MULTIWALL	32,552					32,552
RISA ILA WELFARE FUND	32,346					32,346
PROVIDENCE COMMUNITY LIBR	32,076					32,076
CLIPPER HOME	32,021					32,021
SMITHFIELD PEAT COMPANY I	26,519	4,924				31,443
TPG - COBRA HEALTHMATE				31,333	31,333	

EXHIBIT 2 – ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

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1	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
ROGER WILLIAMS UNIVERSITY	14,731	16,597				31,328
FAMILY RESOURCES COMMUNIT	30,683					30,683
LOCAL 57 IUOE H & W FUND	30,648					30,648
GOOSEWING HOTELS & RESORT	11,870	13,399	5,360			30,629
NEW ENGLAND AMBULANCE SER	30,306					30,306
VANTAGE ONCOLOGY	29,762					29,762
CUSTOM DRYWALL	9,919	9,919	9,919			29,757
BRISTOL WARREN REGIONAL	7,105	7,071	7,511	7,917	29,604	
LOCKHEED WINDOW CORP	29,599					29,599
HOMEFRONT HEALTH CARE	29,433					29,433
WOONSOCKET CITY EMPLOYEES	3,212	1,940	4,160	19,506	28,818	
GENERAL TECH CORP DBA COM	28,764					28,764
FAMILY RESOURCES COMMUNIT	28,138					28,138
NEWPORT COLLABORATIVE ARC	28,054					28,054
MEDICAL HOMES OF RI, INC.	16,741	10,683				27,424
TEKNOR APEX - HAYWOOD CO	26,996					26,996
WARWICK PUBLIC SCHOOLS	26,656					26,656
WASSERMAN PROPERTIES, LLC	13,258	13,258				26,516
HARELD GLASS COMPANY INC	26,127					26,127
RAMBONE DISPOSAL SERVICES	25,973					25,973
A SCHONBEK & COMPANY, INC	7,159	7,368	4,039	7,406	25,972	
ASLC OPCO PA I, LLC ATHEN	25,960					25,960
ASTONISH RESULTS	25,946					25,946
COASTAL MEDICAL INC	4,211	3,266	10,048	7,978	25,503	
FLEET CONSTRUCTION COMPAN	25,481					25,481
PRIMARY CARE OF NEW ENGLA	12,628	12,628				25,256
BERKSHIRE PLACE LTD	25,174					25,174
CONCORDIA MFG. LLC	25,164					25,164
GAROFALO AND ASSOCIATES	24,819					24,819
CUMBERLAND SCHOOL DEPT -	24,505					24,505
TPG CORP COBRA GROUP	4,194	2,868	17,162			24,224
SOUTH COUNTY HOSPITAL	12,057	12,057				24,114
SPERIAN EYE & FACE PROTEC	11,883	12,079				23,962
PSYCHOLOGICAL CENTERS, IN	23,840					23,840
WOONSOCKET CITY EMPLOYEES	2,933	2,115	3,562	15,088	23,698	
VIENTEK LLC	23,346					23,346
ST MARY'S HOME	11,337	11,337				22,674
WOOD RIVER HEALTH SERVICE	22,593					22,593
LIBERTY TITLE & ESCROW CO	22,532					22,532
CROWN PLAZA HOLIDAY INN E	22,413					22,413
CRANSTON PUBLIC SCHOOLS	22,316					22,316
TEKNOR APEX	22,217					22,217
TOWN OF EXETER	22,095					22,095
CONLON MOVING & STORAGE I	21,923					21,923
E PROVIDENCE SCHOOL DEPAR	10,696	11,200				21,896
PROV PUBLIC LIBRARY - BEN	21,788					21,788

EXHIBIT 2 – ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

183	1	2	3	4	5	6	7
	Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
	CHURCHILL & BANKS COMPANY	21,660					21,660
	WESTERLY HOSPITAL MANAGEM	21,469					21,469
	C C A P	3,829	17,305				21,134
	GORDON ENTERPRISES INC	21,022					21,022
	OCEAN STATE TIRE CO INC	20,711					20,711
	RI FOOD DEALERS	5,187	5,187	5,187	5,023	20,584	
	A T CROSS OOS	20,204					20,204
	JOVE, LLC	20,052					20,052
	WESTIN FORT LAUDERDALE, F	19,976					19,976
	MORRIS NATHANSON DESIGN I	9,980	9,980				19,960
	IBM-RETIRES	12,270	7,541				19,811
	TOWER MANUFACTURING CORPO	19,620					19,620
	TOWER MANUFACTURING CORPO	19,302					19,302
	SAFER START CHILD UNIVERS	10,226	8,952				19,178
	RESOLUTE RACING SHELLS	18,958					18,958
	PHOENIX OPTIX, INC	18,924					18,924
	INDEPENDENCE BANK	18,908					18,908
	PEASE & CURREN	18,642					18,642
	FOREIGN SOURCE LTD	18,618					18,618
	MEMORIAL HOSPITAL	9,391	9,181				18,572
	RESTIVO MONACELLI LLP,PC	18,572					18,572
	RI FOOD DEALERS ASSOC. BE	16,195	2,362				18,557
	BARRY'S MIDDLETOWN, INC.	8,602	9,733				18,335
	LOCAL 23 IATSE	18,292					18,292
	A-STAT MEDICAL BILLING	9,448	8,825				18,273
	EP FIREFIGHTERS BENEFICIA	5,978	6,077	6,047			18,102
	CVS CAREMARK ACTIVE	18,089					18,089
	CENTRAL FALLS NON-REPRESE	17,916					17,916
	RI LABORERS SODEXHO	17,896					17,896
	SWAROVSKI NORTH AMERICA L	17,693					17,693
	ADVANCED BUSINESS MACHINE	17,687					17,687
	USG SERVICES CORP DBA URB	6,111	5,943	5,381			17,435
	UFCW - PACKING HOUSES/SPO	17,356					17,356
	MEARTHANE PRODUCTS CORPOR	17,333					17,333
	BLISS MFG CO INC	17,120					17,120
	PATRIOT DISPOSAL	16,893					16,893
	SPERIAN RESPIRATORY PROTE	5,941	10,838				16,779
	RX AMERICA ACTIVE	16,710					16,710
	CRANSTON PUBLIC SCHOOLS	16,609					16,609
	CENTRAL FALLS HOUSING AUT	16,534					16,534
	AAA SPRINKLER CO	16,469					16,469
	UNIVERSITY INTERNAL MEDIC	16,410					16,410
	HOMEFRONT HEALTH CARE	16,284					16,284
	ASSOCIATES IN ANESTHESIA	16,193					16,193
	NEW ENGLAND TRUCK & AUTO	16,074					16,074
	WAL,INC D/B/A TRI STATE A	15,919					15,919

EXHIBIT 2 – ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

18.4	1	2	3	4	5	6	7
	Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
	FAIRLAWN OIL SERVICE	7,916	7,916				15,832
	REAL REEL CORP/MULTIWALL	15,773					15,773
	AMERICAN UNIVERSAL INSURA	15,527					15,527
	RACER'S EQUIPMENT WAREHO	15,526					15,526
	DIBIASE ASSOCIATES INC	6,525	8,431				14,956
	ANDCO INC	14,901					14,901
	AGAWAM HUNT EMPLOYEES	14,766					14,766
	TOWN OF EAST GREENWICH PL	3,685	3,685	3,685	3,685	14,740	
	Q-GRAPHICS	14,663					14,663
	RI BUILDERS ASSOC	14,596					14,596
	CHARTWELL HOTELS	7,925	6,367				14,292
	JOHN R HESS & COMPANY INC	14,204					14,204
	CREATIVE COMPUTING INC	14,012					14,012
	H V INDUSTRIES INC DBA HO	13,970					13,970
	COVENTRY PUBLIC SCHOOLS	13,916					13,916
	SYQWEST INC	13,658					13,658
	SPERIAN FALL PROTECTION,	13,578					13,578
	HOLIDAY INN GRAND MONTANA	13,577					13,577
	ROBERT'S CHEMICAL	13,556					13,556
	MARRIOTT WATERFORD OKC 10	13,394					13,394
	MONARCH WATERBURY UNION	13,341					13,341
	MALCO SAW COMPANY INC	6,657	6,657				13,314
	BOWERMAN ASSOCIATES	13,243					13,243
	DEAN STEEL DBA GEORGE H D	13,105					13,105
	SANSIVERI, KIMBALL & MCNA	12,960					12,960
	BENEFIT CONCEPTS FFS	12,692					12,692
	JOHNSTON SCHOOL DEPARTMEN	12,405					12,405
	SHERATON SUITES COLUMBUS	6,166	6,127				12,293
	TEKNOR APEX	12,288					12,288
	WALTER E REYNOLDS INC	6,110	6,110				12,220
	PREFERRED W/RX QUARTERLY	1,051	3,716	2,991	4,330	12,088	
	CITY OF WARWICK	12,069					12,069
	SPERIAN PROTECTION USA, I	12,013					12,013
	R & R CONSTRUCTION	11,943					11,943
	COMMERCIAL HEATING SERVIC	4,607	7,157				11,764
	WOMEN'S HEALTH OF WESTERL	11,705					11,705
	STANLEY'S BOAT YARD INC	11,702					11,702
	ADVANCED PRINT TECH	11,566					11,566
	EDWARD ROWSE ARCHITECTS,I	11,535					11,535
	ANDY'S LANDSCAPE CONSTRUC	1,879	1,879	1,879	5,846	11,483	
	ORLANDO VISTA HOTEL-HIGH	11,461					11,461
	WARWICK PUBLIC SCHOOLS	11,424					11,424
	SOUTH KINGSTOWN SCHOOL	11,424					11,424
	ATLANTIC CONTROL SYSTEMS	5,692	5,692				11,384
	APC/MGE COBRA		7,207	4,132			11,339
	ASSISTED DAILY LIVING INC	11,074					11,074

EXHIBIT 2 – ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

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EXHIBIT 3 – HEALTH CARE RECEIVABLES

1	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
WELLPOINT PHARMACY BENEFIT MANAGEMENT	5,818,594	5,656,884	295,629	1,504,156	1,799,785	11,475,477
0199998 Pharmaceutical Rebate Receivables Not Individually Listed						
0199999 Pharmaceutical Rebate Receivables	5,818,594	5,656,884	295,629	1,504,156	1,799,785	11,475,477
EVERST HEALTH				48,425		48,425
HALPREN, RUDER			533	10,726		11,259
ARA CRANSTON				51,385		51,385
ARA JOHNSTON				27,216		27,216
NATIONAL REN				11,587		11,587
HEMOTOLOGY ONCOLOGY ACCOC OF RI				10,736		10,736
DR. KHAN				18,793		18,793
IAN BARLOW				380,396		380,396
ROBERT LEGARE	14,428					14,428
KENT COUNTY HOSPITAL	18,393					18,393
WOMEN'S & INFANTS HOSPITAL	15,397					15,397
MIRIAM HOSPITAL	15,471		39			15,510
0299998 Claim Overpayment Receivables Not Individually Listed	118,724	32,636	38,593	455,785	50,454	595,284
0299999 Claim Overpayment Receivables	182,413	32,636	39,165	1,015,049	50,454	1,218,809
MEMORIAL HOSPITAL	51,259					51,259
WESTERLY HOSPITAL	426,507					426,507
SOUTH COUNTY HOSPITAL	366,678					366,678
ST JOSEPH HOSPITAL				2,350,000	2,350,000	
0399998 Loans and Advances to Providers Not Individually Listed						
0399999 Loans and Advances to Providers	844,444			2,350,000	2,350,000	844,444
RHODE ISLAND DEPARTMENT OF HEALTH AND HUMAN SERVICES	2,286,993			254,934		2,541,927
0599998 Risk sharing Receivables Not Individually Listed						
0599999 Risk sharing Receivables	2,286,993			254,934		2,541,927
0799999 Gross Health Care Receivables	9,132,444	5,689,520	334,794	5,124,139	4,200,239	16,080,657

EXHIBIT 4 – CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

[illegible]

EXHIBIT 5 – AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

[illegible]

EXHIBIT 6 – AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

[illegible]

EXHIBIT 7 – PART 1 – SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payments	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups	4,950,024	0.335	136,319	35.577		4,950,024
2. Intermediaries	3,050,516	0.207	39,451	10.296		3,050,516
3. All other providers						
4. Total capitation payments	8,000,540	0.542	175,770	45.873		8,000,540
Other Payments:						
5. Fee-for-service			X X X	X X X		
6. Contractual fee payments	1,469,236,404	99.458	X X X	X X X		1,469,236,404
7. Bonus/withhold arrangements – fee-for-service			X X X	X X X		
8. Bonus/withhold arrangements – contractual fee payments			X X X	X X X		
9. Non-contingent salaries			X X X	X X X		
10. Aggregate cost arrangements			X X X	X X X		
11. All other payments			X X X	X X X		
12. Total other payments	1,469,236,404	99.458	X X X	X X X		1,469,236,404
13. Total (Line 4 plus Line 12)	1,477,236,944	100.000	X X X	X X X		1,477,236,944

EXHIBIT 7 – PART 2 – SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

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[illegible]

EXHIBIT 8 – FURNITURE, EQUIPMENT AND SUPPLIES OWNED

	1	2	3	4	5	6
Description	Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1. Administrative furniture and equipment	8,975,540		228,713		8,746,827	
2. Medical furniture, equipment and fixtures						
3. Pharmaceuticals and surgical supplies						
4. Durable medical equipment						
5. Other property and equipment	282,058				282,058	
6. Total	9,257,598		228,713		9,028,885	



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

Report for: 1. Corporation BLUE CROSS & BLUE SHIELD OF RHODE ISLAND

2. PROVIDENCE, RI

(LOCATION)

NAIC Group Code 0000

BUSINESS IN THE STATE OF RHODE ISLAND DURING THE YEAR 2009

NAIC Company Code 53473

29 RI

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	499,151	14,080	231,850	25,337		28,551	23,657	39,836	13,922	121,918
2. First Quarter	389,944	14,144	219,240	25,219		27,771	23,285	39,754	14,092	26,439
3. Second Quarter	388,920	13,974	218,273	25,126		28,290	23,173	39,572	14,002	26,510
4. Third Quarter	384,504	14,681	214,028	25,117		26,848	23,029	39,602	14,281	26,918
5. Current Year	383,164	14,188	212,490	25,060		27,093	22,963	39,258	15,176	26,936
6. Current Year Member Months	4,649,054	171,167	2,604,256	302,041		326,256	277,550	475,252	172,288	320,244
Total Member Ambulatory Encounters For Year:										
7. Physician	2,073,739	74,228	1,345,721					563,042	90,748	
8. Non-Physician	756,436	32,826	582,597					102,335	38,678	
9. Total	2,830,175	107,054	1,928,318					665,377	129,426	
10. Hospital Patient Days Incurred	135,573	4,144	55,985					70,523	4,921	
11. Number of Inpatient Admissions	26,922	795	12,477					12,355	1,295	
12. Health Premiums Written (b)	1,708,226,676	56,573,839	973,449,821	49,154,786		30,611,482	98,433,348	440,831,358	44,158,194	15,013,848
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	1,703,431,640	56,477,562	969,030,643	49,154,786		30,611,482	98,433,348	440,831,358	43,878,613	15,013,848
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	1,477,236,944	48,609,253	827,997,027	44,559,727		27,226,015	93,879,128	382,039,978	40,652,748	12,273,068
18. Amount Incurred for Provision of Health Care Services	1,468,119,146	48,276,737	829,063,982	43,338,727		26,880,015	92,194,887	375,534,994	40,677,537	12,152,267

(a) For health business: number of persons insured under PPO managed care products 297,917 and number of persons insured under indemnity only products 6,158.

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 0.



53473200943059100

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

Report for: 1. Corporation BLUE CROSS & BLUE SHIELD OF RHODE ISLAND

2. PROVIDENCE, RI

(LOCATION)

NAIC Group Code 0000

BUSINESS IN THE STATE OF TOTAL DURING THE YEAR 2009

NAIC Company Code 53473

29,GT

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13. Life Premiums Direct										
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(a) For health business: number of persons insured under PPO managed care products 297,917 and number of persons insured under indemnity only products 6,158.

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 0.

SCHEDULE S - PART 1 - SECTION 2

Reinsurance Assumed Accident and Health Insurance Listed by Reinsured Company as of December 31, Current Year

[illegible]

SCHEDULE S - PART 2

Reinsurance Recoverable on Paid and Unpaid Losses Listed by Reinsuring Company
as of December 31, Current Year[illegible]

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

[illegible]

SCHEDULE S - PART 4

Reinsurance Ceded To Unauthorized Companies

[illegible]

SCHEDULE S – PART 5
Five-Year Exhibit of Reinsurance Ceded Business
(000 OMITTED)

	1	2	3	4	5
	2009	2008	2007	2006	2005
A. OPERATIONS ITEMS					
1. Premiums	4,515	5,684	325	353	399
2. Title XVIII-Medicare				186	833
3. Title XIX-Medicaid	280	279	288	280	290
4. Commissions and reinsurance expense allowance					
5. Total hospital and medical expenses					
B. BALANCE SHEET ITEMS					
6. Premiums receivable					
7. Claims payable					
8. Reinsurance recoverable on paid losses	228	733	89	453	299
9. Experience rating refunds due or unpaid					
10. Commissions and reinsurance expense allowances unpaid					
11. Unauthorized reinsurance offset					
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
12. Funds deposited by and withheld from (F)					
13. Letters of credit (L)					
14. Trust agreements (T)					
15. Other (O)					

SCHEDULE S – PART 6

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1	2	3
	As Reported (net of ceded)	Restatement Adjustments	Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 10)	537,356,510		537,356,510
2. Accident and health premiums due and unpaid (Line 13)	49,737,952		49,737,952
3. Amounts recoverable from reinsurers (Line 14.1)	227,948		227,948
4. Net credit for ceded reinsurance	X X X		
5. All other admitted assets (Balance)	91,489,379		91,489,379
6. Total assets (Line 26)	678,811,789		678,811,789
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1)	122,846,590		122,846,590
8. Accrued medical incentive pool and bonus payments (Line 2)	661,542		661,542
9. Premiums received in advance (Line 8)	25,347,647		25,347,647
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 17)			
11. Reinsurance in unauthorized companies(Line 18)			
12. All other liabilities (Balance)	231,234,649		231,234,649
13. Total liabilities (Line 22)	380,090,428		380,090,428
14. Total capital and surplus (Line 31)	298,721,361	X X X	298,721,361
15. Total liabilities, capital and surplus (Line 32)	678,811,789		678,811,789
NET CREDIT FOR CEDED REINSURANCE			
16. Claims unpaid			
17. Accrued medical incentive pool			
18. Premiums received in advance			
19. Reinsurance recoverable on paid losses	227,948		
20. Other ceded reinsurance recoverables			
21. Total ceded reinsurance recoverables	227,948		
22. Premiums receivable			
23. Funds held under reinsurance treaties with authorized and unauthorized reinsurers			
24. Unauthorized reinsurance			
25. Other ceded reinsurance payables/offsets			
26. Total ceded reinsurance payables/offsets			
27. Total net credit for ceded reinsurance	227,948		

SCHEDULE T - PART 2
INTERSTATE COMPACT – EXHIBIT OF PREMIUMS WRITTEN
Allocated By States and Territories

		Direct Business Only					
		1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	6 Totals
States, Etc.							
1. Alabama	AL						
2. Alaska	AK						
3. Arizona	AZ						
4. Arkansas	AR						
5. California	CA						
6. Colorado	CO						
7. Connecticut	CT						
8. Delaware	DE						
9. District of Columbia	DC						
10. Florida	FL						
11. Georgia	GA						
12. Hawaii	HI						
13. Idaho	ID						
14. Illinois	IL						
15. Indiana	IN						
16. Iowa	IA						
17. Kansas	KS						
18. Kentucky	KY						
19. Louisiana	LA						
20. Maine	ME						
21. Maryland	MD						
22. Massachusetts	MA						
23. Michigan	MI						
24. Minnesota	MN						
25. Mississippi	MS						
26. Missouri	MO						
27. Montana	MT						
28. Nebraska	NE						
29. Nevada	NV						
30. New Hampshire	NH						
31. New Jersey	NJ						
32. New Mexico	NM						
33. New York	NY						
34. North Carolina	NC						
35. North Dakota	ND						
36. Ohio	OH						
37. Oklahoma	OK						
38. Oregon	OR						
39. Pennsylvania	PA						
40. Rhode Island	RI						
41. South Carolina	SC						
42. South Dakota	SD						
43. Tennessee	TN						
44. Texas	TX						
45. Utah	UT						
46. Vermont	VT						
47. Virginia	VA						
48. Washington	WA						
49. West Virginia	WV						
50. Wisconsin	WI						
51. Wyoming	WY						
52. American Samoa	AS						
53. Guam	GU						
54. Puerto Rico	PR						
55. U.S. Virgin Islands	VI						
56. Northern Mariana Islands	MP						
57. Canada	CN						
58. Aggregate Other Alien	OT						
59. Totals							

NONE

SCHEDULE Y

PART 2 – SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

[illegible]

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

	Responses
MARCH FILING	
1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	YES
2. Will an actuarial opinion be filed by March 1?	YES
3. Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?	YES
4. Will the confidential Risk-based Capital Report be filed with the state of domicile, if required, by March 1?	YES
APRIL FILING	
5. Will Management's Discussion and Analysis be filed by April 1?	YES
6. Will the Supplemental Investment Risks Interrogatories be filed by April 1?	YES
7. Will the Accident and Health Policy Experience Exhibit be filed by April 1?	YES
JUNE FILING	
8. Will an audited financial report be filed by June 1?	YES
9. Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?	YES

The following supplemental reports are required to be filed as part of your annual statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

MARCH FILING	
10. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	YES
11. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	NO
12. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	NO
13. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	NO
14. Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO
15. Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO
16. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	YES
APRIL FILING	
17. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	NO
18. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	NO
19. Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	NO

Explanation:

Bar Code:



OVERFLOW PAGE FOR WRITE-INS

MEDICARE SUPPLEMENT INSURANCE EXPERIENCE EXHIBIT

For The Year Ended December 31, 2009
(To Be Filed By March 1)

FOR THE STATE OF RHODE ISLAND

0000

NAIC Company Code 53473

PROVIDENCE, RI 02903-2699

Person Completing This Exhibit **BRIAN M. O'MALLEY**

Title VICE PRESIDENT - FINANCE

Telephone Number 401-459-1924



53473200936040100

[illegible]

GENERAL INTERROGATORIES

1. If response in Column 1 is no, give full and complete details
2. Claims address and contact person provided to the Secretary of Health and Human Services as required by 42 U.S.C. 1395ss(c) (3) (E) for this state
 - 2.1 Address: 500 EXCHANGE STREET PROVIDENCE RI 02903-2699
 - 2.2 Contact Person and Phone Number: JACK EMERSON 401-459-2514
3. Billing address and contact person for user fees established under 41 U.S.C. 1395u(h) (3) (B).
 - 3.1 Address: 500 EXCHANGE STREET PROVIDENCE RI 02903-2699
 - 3.2 Contact Person and Phone Number: JACK EMERSON 401-459-2514
4. Explain any policies identified above as policy type 'O'



MEDICARE PART D COVERAGE SUPPLEMENT
(Net of Reinsurance)
(To Be Filed By March 1)

NAIC Group Code 0000 NAIC Company Code 53473

	Individual Coverage		Group Coverage		5 Total Cash
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1. Premiums Collected					
1.1 Standard Coverage					
1.11 With Reinsurance Coverage	9,443,764	X X X	1,104,772	X X X	10,548,536
1.12 Without Reinsurance Coverage		X X X		X X X	
1.13 Risk-Corridor Payment Adjustments		X X X		X X X	
1.2 Supplemental Benefits	1,029,998	X X X	431,768	X X X	1,461,766
2. Premiums Due and Uncollected-change					
2.1 Standard Coverage					
2.11 With Reinsurance Coverage	(462,505)	X X X	882,621	X X X	X X X
2.12 Without Reinsurance Coverage		X X X		X X X	X X X
2.2 Supplemental Benefits	(204,886)	X X X	344,946	X X X	X X X
3. Unearned Premium and Advance Premium-change					
3.1 Standard Coverage					
3.11 With Reinsurance Coverage		X X X		X X X	X X X
3.12 Without Reinsurance Coverage		X X X		X X X	X X X
3.2 Supplemental Benefits		X X X		X X X	X X X
4. Risk-Corridor Payment Adjustments-change					
4.1 Receivable		X X X		X X X	X X X
4.2 Payable	16,393	X X X		X X X	X X X
5. Earned Premiums					
5.1 Standard Coverage					
5.11 With Reinsurance Coverage	8,981,259	X X X	1,987,393	X X X	X X X
5.12 Without Reinsurance Coverage		X X X		X X X	X X X
5.13 Risk-Corridor Payment Adjustments	16,393	X X X		X X X	X X X
5.2 Supplemental Benefits	825,112	X X X	776,714	X X X	X X X
6. Total Premiums	9,822,764	X X X	2,764,107	X X X	12,010,302
7. Claims Paid					
7.1 Standard Coverage					
7.11 With Reinsurance Coverage	8,971,796	X X X	2,194,125	X X X	11,165,921
7.12 Without Reinsurance Coverage		X X X		X X X	
7.2 Supplemental Benefits	986,717	X X X	857,509	X X X	1,844,226
8. Claim Reserves and Liabilities-change					
8.1 Standard Coverage					
8.11 With Reinsurance Coverage	1,098,950	X X X	231,516	X X X	X X X
8.12 Without Reinsurance Coverage		X X X		X X X	X X X
8.2 Supplemental Benefits	100,777	X X X	90,481	X X X	X X X
9. Health Care Receivables-change					
9.1 Standard Coverage					
9.11 With Reinsurance Coverage		X X X		X X X	X X X
9.12 Without Reinsurance Coverage		X X X		X X X	X X X
9.2 Supplemental Benefits		X X X		X X X	X X X
10. Claims Incurred					
10.1 Standard Coverage					
10.11 With Reinsurance Coverage	7,470,420	X X X	1,921,142	X X X	X X X
10.12 Without Reinsurance Coverage		X X X		X X X	X X X
10.2 Supplemental Benefits	685,060	X X X	750,822	X X X	X X X
11. Total Claims	8,155,480	X X X	2,671,964	X X X	13,010,147
12. Reinsurance Coverage and Low Income Cost Sharing					
12.1 Claims Paid – Net To Reimbursements Applied	X X X		X X X		
12.2 Reimbursements Received but Not Applied-change	X X X		X X X		
12.3 Reimbursements Receivable-change	X X X		X X X		X X X
12.4 Health Care Receivables-change	X X X		X X X		X X X
13. Aggregate Policy Reserves-change					X X X
14. Expenses Paid	529,644	X X X	88,141	X X X	617,785
15. Expenses Incurred	687,713	X X X	119,320	X X X	X X X
16. Underwriting Gain/Loss	979,571	X X X	(27,177)	X X X	X X X
17. Cash Flow Result	X X X	X X X	X X X	X X X	(1,617,630)

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